



DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

September 2, 1997

RECORDATION NO. 18917-E  
FILED  
SEP 11 '97 3-10 PM

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Amendment to Railroad Equipment Lease Agreement dated as of July 21, 1997 between the following parties:

Lessee: Inland Steel Flat Products Company  
3210 Watling Street 8-160  
East Chicago, IN 46312  
Attn: Mr. Steve Jeziorski

Lessor: Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263  
Attn: David A. Jackson

Assignor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202  
Attention: Vice President

Please see Exhibit A attached hereto for the equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 18917 and subsequent amendments are recorded under Recordation Nos. 18917-A and 18917-D.

Please file this agreement as a secondary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard  
Documentation Assistant

Enclosures

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 445-4422

Mail Address:  
P.O. Box 1078  
Cincinnati, Ohio 45201-1078

RECORDATION NO. 18912-E

FILED

**AMENDMENT TO  
RAILROAD EQUIPMENT LEASE**

SEP 11 '97

3-10 PM

This Amendment to the Railroad Equipment Lease (the "Amendment"), is entered into this 21 day of July, 1997, by and between **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation (hereinafter referred to as "Lessor") and **INLAND STEEL FLAT PRODUCTS COMPANY**, a division of **Inland Steel Company**, a Delaware corporation (hereinafter referred to as "Lessee"), amending that certain Railroad Equipment Lease (the "Lease") dated January 14, 1994, by and between **THE DAVID J. JOSEPH COMPANY** (now referred to as DJJ Transportation Services, Inc.), a Delaware corporation (hereinafter referred to as "Assignor"), and Lessee and subsequently assigned by Assignor to Lessor by that certain Purchase and Sale Agreement dated June 6, 1996.

WHEREAS, the Lease was filed with the Interstate Commerce Commission ("ICC") on July 27, 1994, and given ICC Recordation No. 18917, and the two (2) subsequent Railroad Equipment Lease Amendments were filed with the ICC on March 27, 1995, and July 15, 1996, respectively, and given ICC Recordation Nos. 18917-A and 18917-D, respectively, covering the eighty (80) railcars (originally 88 and subsequently 82 and 81), which are attached hereto as Exhibit A and subject to the Lease (the "Cars").


WHEREAS, the parties desire to amend the Lease and Amendments to extend the Lease expiration date from April 30, 1997 to March 31, 1998, for all eighty (80) Cars which are subject to the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease and Amendments are amended by extending the Lease expiration date from April 30, 1997 to March 31, 1998, for all Cars listed on Exhibit A hereto, which are subject to this Lease. All other terms and conditions of the Lease and Amendments remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

Signed and acknowledged  
in the presence of:

  
\_\_\_\_\_

**LESSOR**

**THE FIFTH THIRD LEASING COMPANY**

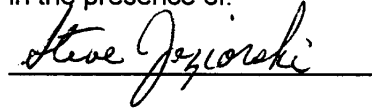
BY: 

NAME: David A. Jackson

TITLE: Senior Vice President

DATE: 7-21-97

Signed and acknowledged  
in the presence of:

  
\_\_\_\_\_

**LESSEE**

**INLAND STEEL FLAT PRODUCTS  
COMPANY, a division of Inland Steel  
Company**

BY: 

NAME: MICHAEL I. TARKOFF

TITLE: MANAGER

DATE: 8-8-97

STATE OF OHIO                    )  
  )     SS:  
COUNTY OF HAMILTON        )

The foregoing instrument was acknowledged before me this 21 day of July 1997, by David A. Jackson, the Senior Vice President of The Fifth Third Leasing Company, an Ohio corporation, on behalf of the corporation.

Marsha J. Bubeck  
Notary Public

MARSHA J. BUBECK  
Notary Public, State of Ohio  
My Commission Expires Oct. 29, 2000

STATE OF INDIANA                )  
  )     SS:  
COUNTY OF PORTER            )

The foregoing instrument was acknowledged before me this 8<sup>TH</sup> day of August, 1997, by Michael J. Tarboiff, the Manager of Inland Steel Flat Products Company, a division of Inland Steel Company, a Delaware corporation, on behalf of the corporation.

Judith A. Fleming  
Notary Public  
*Commission Expires 7/26/99*

**EXHIBIT A**

**DESCRIPTION OF EQUIPMENT**

Eighty (80), [REDACTED] railcars  
currently bearing the reporting marks as follows:

RLMX 3000	RLMX 3032	RLMX 3053	RLMX 3075
RLMX 3001	RLMX 3033	RLMX 3054	RLMX 3076
RLMX 3002	RLMX 3034	RLMX 3055	RLMX 3077
RLMX 3006	RLMX 3035	RLMX 3056	RLMX 3080
RLMX 3008	RLMX 3036	RLMX 3058	RLMX 3081
RLMX 3010	RLMX 3037	RLMX 3060	RLMX 3082
RLMX 3011	RLMX 3039	RLMX 3061	RLMX 3083
RLMX 3012	RLMX 3040	RLMX 3062	RLMX 3084
RLMX 3013	RLMX 3041	RLMX 3063	RLMX 3085
RLMX 3014	RLMX 3042	RLMX 3064	RLMX 3086
RLMX 3017	RLMX 3043	RLMX 3065	RLMX 3087
RLMX 3018	RLMX 3044	RLMX 3066	RLMX 3088
RLMX 3019	RLMX 3045	RLMX 3067	RLMX 3089
RLMX 3020	RLMX 3046	RLMX 3068	RLMX 3090
RLMX 3021	RLMX 3048	RLMX 3069	RLMX 3091
RLMX 3023	RLMX 3049	RLMX 3070	RLMX 3092
RLMX 3024	RLMX 3050	RLMX 3071	RLMX 3093
RLMX 3025	RLMX 3051	RLMX 3072	RLMX 3094
RLMX 3026	RLMX 3052	RLMX 3073	RLMX 3095
RLMX 3027		RLMX 3074	RLMX 3097
RLMX 3030			